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December 9, 2003

Colleen Ryan, Supervisor Document Control Center Arizona Corporation Commission 1200 West Washington Street Phoenix, Arizona 85007

Re: Mesquite Power, LLC - CEC Decision No. 63232

Docket No. L-00000S-00-0101

Dear Ms. Ryan:

The Arizona Corporation Commission, on recommendation by the Line Siting Committee, approved a Certificate of Environmental Compatibility for the construction of the Mesquite Generating Station, a nominal 1,000 megawatt (MW) natural gas fired, combined cycle power plant. Stipulation 12 of the Certificate of Environmental Compatibility required Mesquite Power, LLC to submit an annual report outlining the implementation status of Comprehensive Land Management Plan ("the Plan") that was included with the application for this Certificate.

Attached are twelve copies of the Annual Report for the 2003. A copy of the letter without the attached report has been forwarded to the Director, Utilities Division for information.

If you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

Marty C. Swartz

Director, Project Development

Mcs:accstaffltr06/enclosure

Arizona Corporation Commission

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cc: Ernest Johnson, Director, Utilities Division, w/0 enclosure

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File



Comprehensive Land Management Plan Annual Status Report Mesquite Power Project

Submitted to

Arizona Corporation Commission

by

Mesquite Power, LLC

November 2003

Executive Summary

The Arizona Corporation Commission, on recommendation by the Line Siting Committee, approved a Certificate of Environmental Compatibility for the construction of the Mesquite Generating Station, a nominal 1,000-megawatt (MW) natural gas fired, combined cycle power plant. Stipulation 12 of the Certificate of Environmental Compatibility required Mesquite Power, LLC to submit an annual report outlining the implementation status of Comprehensive Land Management Plan ("the Plan") that was included with the application for this Certificate.

The construction of the facility is complete except for paving the internal roads for Block 2, minor perimeter fencing modifications, and placement of architectural crushed rock surfacing within the power block and site clean up. Block 1 of the facility was turned over to operations on May 20, 2003 and Block 2 of the facility was turned over to operation on November 11, 2003.

The landscape architect has completed design of the landscaping for the plant site. A majority of the plant site areas, including the 80 acre parcel, that require landscaping have been ripped, tilled and graded. Installation of the irrigation system and landscaping along the main entrance began in late October. Several of the mesquite trees salvaged from the site prior to construction have been re-planted along the entrance road. An entrance sign has also been installed.

The 3,000 acres of water property was classified into the following six categories. Further study and review of the water property resulted in a revision of the amount of acres in each of these categories as described in previous status reports. The only significant change to these classifications is an estimated 40-acre parcel south of Elliot Road. This parcel is showing natural re-vegetation and will probably not require re-vegetation on the part of Mesquite Power.

In March 6, 2002, approximately 50 acres of retired farmland was hand-planted using a mixture of 15 species of native shrubs, forbs, and grasses using rose pot transplants. Planting survival was last estimated on June 19, 2003. Top performers include all *Atriplex* spp. (saltbush species) and *Prosopis velutina* (mesquite). Initial germination and establishment of the seeded portions of the field was high. Irrigation was ceased in this field in early spring of 2003, due to the spread of the invasive exotic tree *Tamarix chinensis* (salt cedar), which had become established at more than 30% of the emitters in the field and the need to determine the survival of the planted natives in the field. Once irrigation was ceased, no further establishment of *Tamarix* was witnessed, and some of the smaller trees died. Most of the native species planted in this field have not exhibited any signs of drought stress, with the exception of *Atriplex lentiformis*.

Approximately 283 acres were planted with some 60,000 transplants near the end of February 2003. The same methods were employed (drip irrigation, hand planting, rose pot transplants). The species composition remains the same. No seed was used in this planting. Initial survival of the February 2003 planting has not yet been formally surveyed, but informal counts in the field indicate that initial survival is higher than in the March 2002 planting. However, mortality of certain species is expected to increase over time as indicated by the results from the test plot. One-gallon sized transplanted were included in a small proportion in certain fields planted in 2003 and appear to be performing exceptionally well.

A total of 425 acres will be planted in 2004 using the same mixture of fifteen native species that were transplanted in 2002 test plot. The 2004 planting will utilize one-gallon size transplants, which will allow us to compare survival between transplants of different container sizes (rose pot vs. one-gallon) on the Sempra property. The planting will be split between the spring (72 ac) and fall (353 ac) months to compare the differential survival of species planted in different seasons. Seasonal differences in temperatures and animal activity are hypothesized to have significantly less germination and establishment of salt cedar due to cooler temperatures and the 2004 planting scheme allows us to make this comparison.

Mesquite Power, LLC has established three conservation easements totaling an area of 42 acres. These areas were designated after consultation with US fish and Wildlife, US EPA and Arizona Game and Fish. Mesquite Power, LLC has designated Natural Resources Management, Inc. (a non-profit organization) as the conservator of these conservation easements.

Mesquite Power, as a result of continuous discussions with various conservation groups (in particular, Arizona Game and Fish Department) has completed the construction of one pond and is in the process of completing a second pond on the water property. The purpose of the ponds is two-fold: first, the ponds will serve to enhance wildlife habitat in the area; and secondly, to provide a source of water to attract wildlife away from the plant site evaporation ponds. More specifically, these ponds are designed to provide water and habitat for birds during the September through February peak migration period and the may through July breeding season.

We have retained Natural Resources Management Inc. to continue the enhancement of wildlife habitat, manage and monitor our designated conservation easement. These activities include the construction of two ponds on the water property.

Table of Contents

Exec	cutive	Summary	i
1.0	Introd	uction	1
2.0	Projec	ct Site Management Plans	1
2.1	Site E	Description	1
2.2	Land	Management – Plant Site	1
2.3	Wate	r Use – Plant Site	2
2.4	Sched	dule – Plant Site	2
3.0	Water	Property Management Plans	2
3.1	Wate	r Property Description	2
3.2	Land	Management – Water Property	3
3	.2.1	Interim Land Management	3
3	.2.2	Vegetation Management Approach	3
3	.2.3	Re-vegetation Test Plot	4
3	.2.4	2003 Planting Results	5
3	.2.5	2004 Planting Plan	5
3.3	Wate	r Use – Water Property	6
3.4	Sche	dule – Water Property	6
4.0	Alterna	ative Land Uses	6

List of Attachments

Attachment A	Plant Site Photographs
Attachment B	Landscaping Photographs
Attachment C	Water Property Land Assessment
Attachment D	Test Plot – Plant Survival Rates
Attachment E	Test Plot – Seeded Plant Occurrences
Attachment F	2003 Planting - Photographs
Attachment G	Landscaping Plans

Comprehensive Land Management Plan

1.0 Introduction

The Arizona Corporation Commission, on recommendation by the Line Siting Committee, approved a Certificate of Environmental Compatibility for the construction of the Mesquite Generating Station, a nominal 1,000-megawatt (MW) natural gas fired, combined cycle power plant. Stipulation 12 of the Certificate of Environmental Compatibility required Mesquite Power, LLC to submit an annual report outlining the implementation status of Comprehensive Land Management Plan ("the Plan") that was included with the application for this Certificate.

The following is an update on the implementation of the Plan for the 400-acre plant site and the approximately 2,990 acres of water property located approximately 2-1/2 miles west of the power plant site. This report will be address the implementation status, water use status and schedule status the plant site and the water property as of November 2002.

2.0 Project Site Management Plans

2.1 Site Description

Construction of the facility began in September 2001 with clearing of the plant site. The buffer zones around the facility as described in section 2.1 of the Plan remain the same except for the 80-acre parcel east of the railroad spur that runs along the centerline of Section 15. The Plan indicated that this land would remain undisturbed during construction of the facility. This section of land was required to be used for lay down and storage area during construction of the facility. However, the use of this area is not required for operations and will be restored to its natural state and remain unused after completion of the construction phase of the project. The land management for this area will be discussed in Section 2.2 of this report.

2.2 Land Management – Plant Site

The construction of the facility is complete except for paving the internal roads for Block 2, minor perimeter fencing modifications, and placement of architectural crushed rock surfacing within the power block and site clean up. Block 1 of the facility was turned over to operations on May 20, 2003 and Block 2 of the facility was turned over to operation on November 11, 2003. Construction activities will continue through the end of 2003 to complete the work items specified above and to complete miscellaneous punch-list items.

The three areas of the plant site that were identified as preserved, have remained undisturbed during construction and will remain undisturbed during operations. These three areas have significant mesquite bosque and are valuable to both wildlife and as a visual screening. These three areas are identified on the photographs provided in Attachment A. These areas had been fenced off with orange snow fencing during construction to provide additional protection. The orange snow fence has been removed since construction activities in and around these areas have been completed. In

addition, an area south of the west evaporation pond did not have to be cleared and has remained undisturbed. A photograph of this area is also provided in Attachment A.

The landscape architect has completed design of the landscaping for the plant site. The landscaping plans are provided in Attachment G. A majority of the plant site areas, including the 80 acre parcel, that require landscaping have been ripped, tilled and graded. The only area is the lay down area just east of the switchyard. Refer to the photographs provided in Attachment B.

A water supply line has been installed around the perimeter of the power blocks and will be used as the feed line to the irrigation system. Installation of the irrigation system and landscaping along the main entrance began in late October. Several of the mesquite trees salvaged from the site prior to construction have been re-planted along the entrance road. An entrance sign has also been installed. Refer to the photographs provided in Attachment B.

2.3 Water Use - Plant Site

Estimated water usage is unchanged from the Plan. The re-vegetation of the 80-acre parcel will be done by hydro seeding with natural vegetation that will require no additional water.

2.4 Schedule – Plant Site

Block 1 of the facility was turned over to operations on May 20, 2003 and Block 2 of the facility was turned over to operation on November 11, 2003. Construction activities will continue through the end of 2003 to complete internal roads, perimeter fencing crushed rock surfacing, site clean-up and miscellaneous punch-list items. Landscaping will be completed by the end of March 2004.

3.0 Water Property Management Plans

3.1 Water Property Description

The 3,000 acres of water property was classified into the following six categories with a brief description of each provided. Further study and review of the water property resulted in a revision of the amount of acres in each of these categories that was described in detail in the previous status report. The only significant change to these classifications and the estimated acreage the 40-acre parcel just south of Elliot Road on the eastern portion of the property. This parcel is showing natural re-vegetation and will probably not require any re-vegetation on the part of Mesquite Power.

An aerial photograph of the water property with the areas for each category highlighted is provided in Attachment C. (Note that the aerial photograph does not show the entire property. The property extends to the south approximately ½ mile south of Centennial Wash. None of this property requires re-vegetation. There is an approximate 140-acre parcel east of the property that may require some re-vegetation based on how the natural re-vegetation proceeds.) The current status of the highlighted categories of and the estimated acreage is discussed below.

Fallow Farmland

Approximately 2,087 acres of the water property is retired or fallow farmland and will be fully re-vegetated. This acreage has been reduced by 30 acres since the 40-acre parcel immediately south of Elliot Road and on the eastern portion of the water property is natural re-vegetating.

Retired Farmland with Partial Vegetation

Approximately 296 acres of the water property is retired farmland that has been out of production for an extended period of time and, as a result, desert vegetation has been partially re-established in these areas.

Retired Farmland Not Requiring Re-vegetation

There are about 299 acres of the water property that were previously farmed, but has been naturally re-vegetated.

Natural Desert Areas (No re-vegetation required)

There are an additional 287 acres of the water property that will not require revegetation because they are generally in their natural vegetative state.

Perimeter Roads

Approximately 12 to 14 acres of roads to access the property.

3.2 Land Management – Water Property

3.2.1 Interim Land Management

Mesquite Power, LLC identified two activities for interim land management fencing and controlling tumbleweeds. The cutting of the tumbleweeds prior to going to seed and the limited rainfall during the year 2002 significantly reduced the tumbleweeds such that no further actions are required. The evidence of tumbleweeds is continuously monitored to ensure that the problem does not resurface. Installation of the new barbed wire fencing around the entire parameter of the water property was completed and grazing of any cattle on the water property has been eliminated. All fencing on the water property meets the animal protection requirements of Arizona Game and Fish.

In addition to these two activities, Mesquite has cleared the property of all trash and debris left by the previous owners. Existing wells that were not in use have had the pumps and motors removed and capped. Mesquite Power will also be requesting Arizona Public Service to remove all existing power poles, distribution lines and transformers no longer required as a result of these wells being capped.

3.2.2 Vegetation Management Approach

A recent inventory of undisturbed desert lands to the east and west of the site was conducted by the University of Arizona to provide an estimate of local native vegetation

parameters. Vegetative density on these areas was estimated at 102 plants per acre (252 plants per hectare) and vegetative cover was estimated at 4% using line transects and the nearest individual distance method as described by Barbour *et al.* (1998). Average plant spacing was estimated at 21 feet (6 meters) from any random point to the nearest individual plant. The most abundant species on the adjacent undisturbed lands is creosote bush, which comprises about 60% of all plants on the inventoried areas. White bursage (*Ambrosia dumosa*) is the second most abundant species, comprising 25% of all plants on the inventoried areas. Other important species occurring on the adjacent lands include velvet mesquite (*Prosopis velutina*), wolfberry (*Lycium exsertum*), desert saltbush (*Atriplex polycarpa*), diamond cholla (*Opuntia ramossissima*), catclaw acacia (*Acacia greggii*), white ratany (*Krameria grayii*), big galleta (*Hilaria rigida*), and fluffgrass (*Erioneuron pulchellum*), among others. Plant species were identified according to Kearny and Peebles (1960).

Unfortunately, some of the native species found in the inventory are not commercially available. Of those that are, many are not readily available in sufficient quantities for a project of this scale. None of the available plant materials (seed and seedlings) are source-identified. It is believed by some researchers that the most desirable plant materials for use in restoration projects are those from the primary restoration gene pools (Booth & Jones 2001) of the local native plant species. These would be plants grown from locally collected seed, representing plants that are genetically identical to the populations of interest as a result of proximity and genetic connectivity. A compromise was made in the selection of the plant materials so that the appropriate locally adapted native species could be used, even though the exact origins of the materials were unknown. These materials are representative of the secondary restoration gene pool, as they come from sites geographically isolated from the target population but are theoretically still adapted to the target site.

A combination of transplanting containerized seedlings and seeding will be utilized in the re-vegetation program. It should be noted that a consideration with direct seeding herbs, forbs, trees and shrubs is that seedlings started from seed are slow to start and can be at a severe disadvantage compared to containerized plants as well as weeds. Transplanting containerized seedlings and applying establishment irrigation is the most reliable method of establishing plants, but it is also the most expensive. Mesquite's revegetation plan will rely as much as practical on the use of transplanting containerized seedlings in order to increase the likelihood of success of the re-vegetation plan. However direct seeding methods will also be employed, as noted.

Once plants are transplanted or seeded, irrigation will be needed to keep the surface of the soil moist until seeds are germinated and seedlings are established. Plants are unlikely to persist on level surfaces where rainfall does not penetrate into the soil and when containerized transplants are used, it is vital that the soil be kept moist until roots grow from the small root ball into the surrounding soil.

3.2.3 Re-vegetation Test Plot

On March 6, 2002, approximately 50 acres of retired farmland was hand-planted using a mixture of 15 species of native shrubs, forbs, and grasses using rose pot transplants. Rose pot transplants, measuring 2 x 2 x 3 inches, are commonly sold by wholesale nurseries to retail outlets, where they are then planted into larger size containers and sold to the consumer after a short period of growth. A seed mixture of 12 native species

was hand-seeded. Planting rates for transplants are 200 plants per acre, or double the vegetation density found on the adjacent unfarmed areas. This is to compensate for the higher mortality of the smaller transplant size. Seed was applied at a rate of 15 lbs per acre to selected areas (a two foot radius around each drip emitter) within a portion of the field. Seed was applied in known amounts and proportions to selected emitters, and this should allow us to estimate germination and establishment rates by species. Planting survival was last estimated on June 19, 2003. Attachment D shows the survival of species planted in March 2002 over time. Some species have much higher survival rates than others, probably reflecting their higher tolerance to being transplanted from such a small container, which may be related to their specific root physiology. Top performers include all Atriplex spp. (saltbush species) and Prosopis velutina (mesquite). Initial germination and establishment of the seeded portions of the field was high, making it difficult to properly inventory the resulting stands. Attachment E displays the frequency at which seeded species are found at a given emitter in the seeded portion of the field. Note the high frequency of Atriplex lentiformis (quailbrush) that has performed consistently well across all treatments. Also note the low frequency of Larrea tridentata (creosotebush), which is a dominant species in surrounding unfarmed areas. A late frost was experienced by the plants just prior to planting, and may have increased mortality of certain species, especially Baileya multiradiata and Ambrosia dumosa. Irrigation was ceased in this field in early spring of 2003, due to the spread of the invasive exotic tree Tamarix chinensis (salt cedar), which had become established at more than 30% of the emitters in the field and the need to determine the survival of the planted natives in the field. Once irrigation was ceased, no further establishment of *Tamarix* was witnessed. and some of the smaller trees died. Most of the native species planted in this field have not exhibited any signs of drought stress, with the exception of Atriplex lentiformis. However, recent monsoonal activity has probably alleviated this stress.

3.2.4 2003 Planting Results

Approximately 283 acres were planted with some 60,000 transplants near the end of February 2003. The same methods were employed (drip irrigation, hand planting, rose pot transplants). The species composition remains the same. No seed was used in this planting. Data from the first planting was used to help adjust rates and composition of future seeding mixes, and we hope to incorporate seeding into a future planting. The results from an associated study indicate that larger transplants may be more effective for re-vegetation than the small rose pot transplants, but data was unavailable until after the order for the smaller transplants had been made. This is not necessarily a problem, as the planting calls for double the desired density, so most of the mortality is accounted Nonetheless, future plantings with include one-gallon transplants only. Initial survival of the February 2003 planting has not yet been formally surveyed, but informal counts in the field indicate that initial survival is higher than in the March 2002 planting. However, mortality of certain species is expected to increase over time as indicated by the results from the test plot. One-gallon sized transplanted were included in a small proportion in certain fields planted in 2003 and appear to be performing exceptionally well. Photographs of the 2003 re-vegetation program are provided in Attachment F.

3.2.5 2004 Planting Plan

A total of 425 acres will be planted in 2004 using the same mixture of fifteen native species that were transplanted in 2002 test plot. The 2004 planting will utilize one-gallon size transplants, which will allow us to compare survival between transplants of different

container sizes (rose pot vs. one-gallon) on the Sempra property. The planting will be split between the spring (72 ac) and fall (353 ac) months to compare the differential survival of species planted in different seasons. Seasonal differences in temperatures and animal activity are hypothesized to have significant effects on the survival of the transplants. We also expect the fall planting to have significantly less germination and establishment of salt cedar due to cooler temperatures and the 2004 planting scheme allows us to make this comparison. Re-vegetation of such harsh environments is a difficult and slow process, but by studying our successes and failures in this project we have an opportunity to improve our success in additional plantings at this location and to establish a sound scientific and practical basis for future re-vegetation plantings in low desert environments in Arizona and the southwest.

3.3 Water Use – Water Property

Water usage during the re-vegetation program will be reduced. The reduction in the total acreage of fallow farmland should result in a slight reduction in overall water usage and the fact that the irrigation will be reduced to zero after one year instead of two will result in a significant reduction in the water usage.

3.4 Schedule – Water Property

As was noted in the last status report issued in November 2001, the schedule was revised to perform plantings, including the test plot in the spring instead of the fall as original program had indicated. This change in the planting schedule was based on damaged to plants from rabbits and other wildlife on the Duke Arlington Valley site during fall plantings. The 2004 planting will be scheduled in two parts, a portion in the spring and a larger portion in the fall. This split planting will allow us to determine if seasonal differences in temperatures and animal activity significantly effect the survival of the transplants. The re-vegetation program will focus on re-vegetating the areas Sections 24 and 13 in Range 7 west and Sections 18 and 19 in Range 6 west. These areas have been identified as Areas 1,2,3 and 4.

The same methods will be employed (drip irrigation, hand planting, rose pot transplants) as used in the test plot. No seed, however, will be used in this planting. Establishment data from the first planting are being used to help adjust rates and composition of future seeding mixes and we hope to incorporate selective seeding into a future planting. The irrigation piping system has been set-up and installed for Areas 1, 2, 3, and 4 so that significant irrigation work is not required in the future. The drip irrigation system for the 2004 planting will be installed prior to planting.

4.0 Alternative Land Uses

Mesquite Power, LLC is continuing to develop other land use alternatives for the Water Property in an attempt to provide unique environmental or educational opportunities while maintaining an open space type land designation.

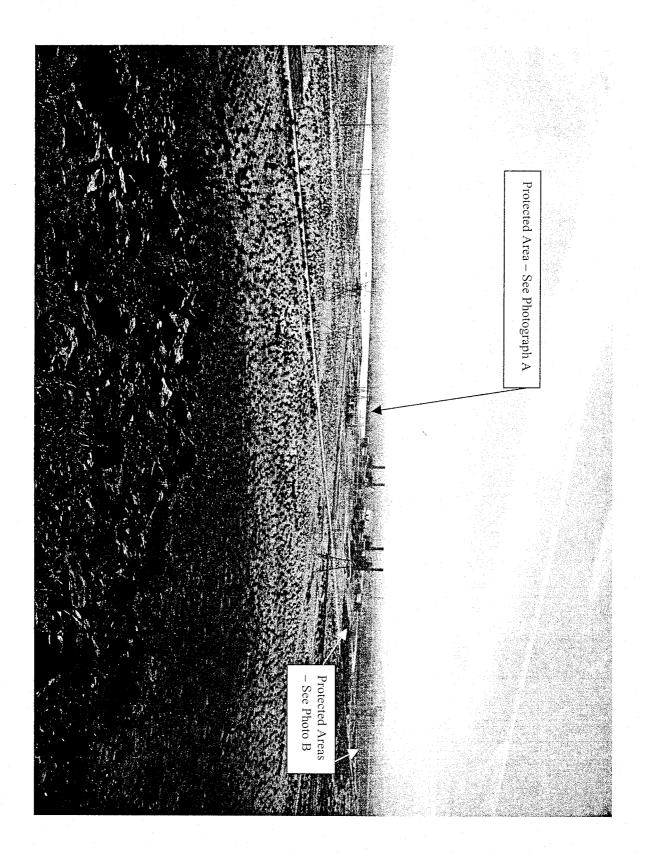
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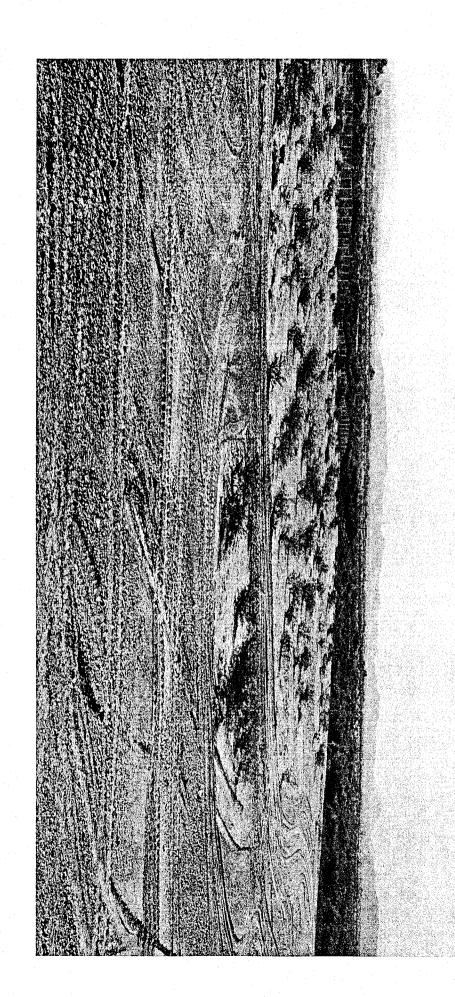
Mesquite Power, as a result of continuous discussions with various conservation groups (in particular, Arizona Game and Fish Department) has completed the construction of one pond and is in the process of completing a second pond on the water property. The purpose of the ponds is two-fold: first, the ponds will serve to enhance wildlife habitat in the area; and secondly, to provide a source of water to attract wildlife away from the plant site evaporation ponds. More specifically, these ponds are designed to provide water and habitat for birds during the September through February peak migration period and the may through July breeding season.

We have retained Natural Resources Management Inc. to continue the enhancement of wildlife habitat, manage and monitor our designated conservation easement. These activities will be done in consultation with Arizona Game and Fish Department as well as other wildlife and conservation organizations.

ATTACHMENT A Plant Site Photographs

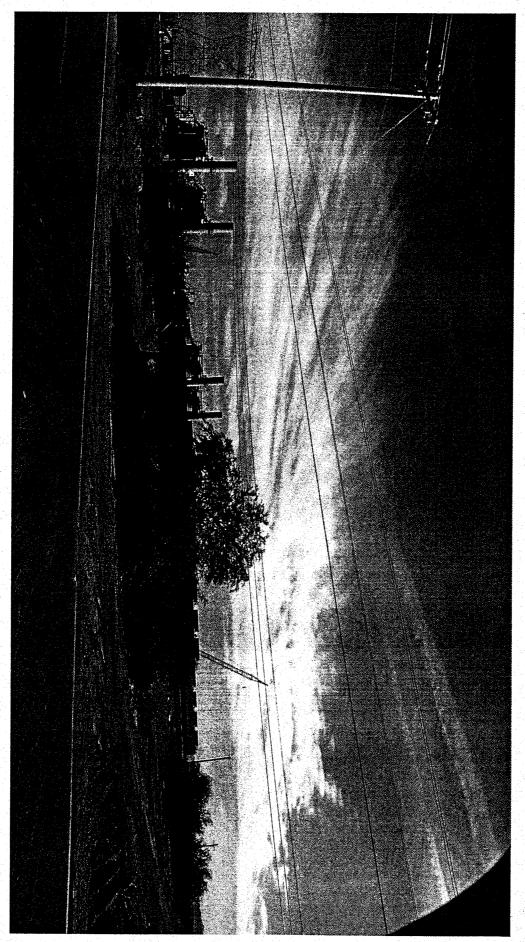


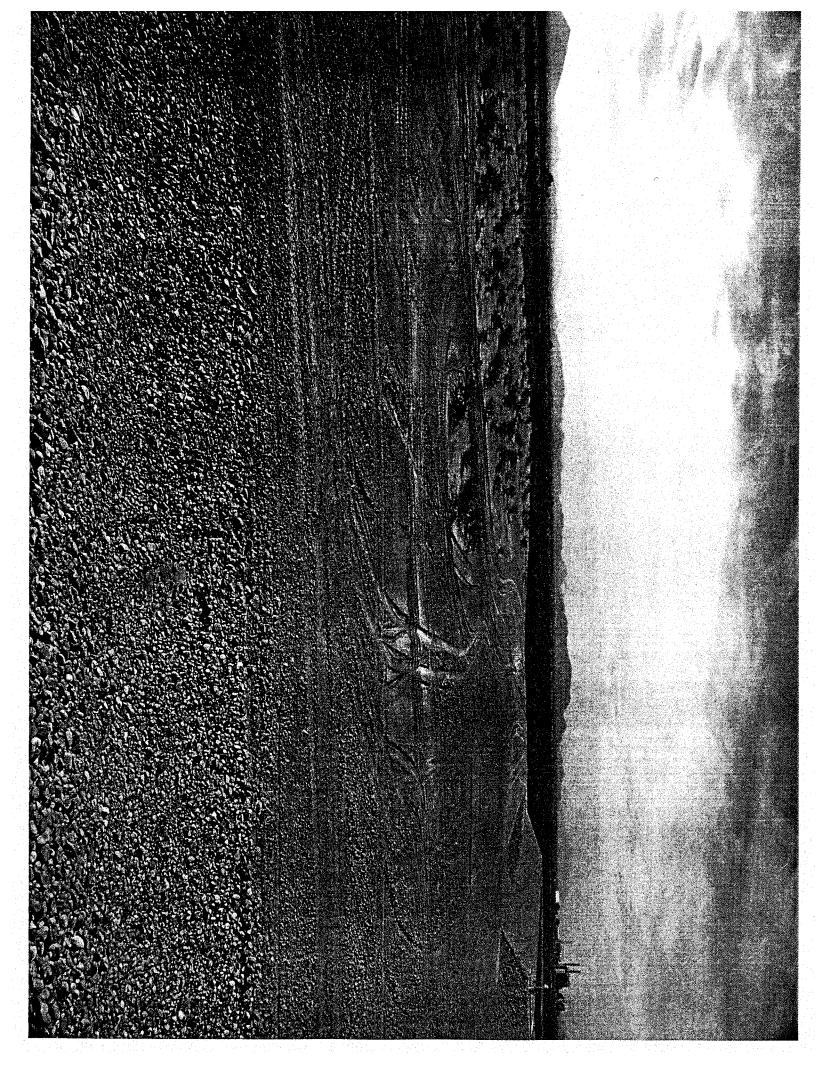
Photograph A



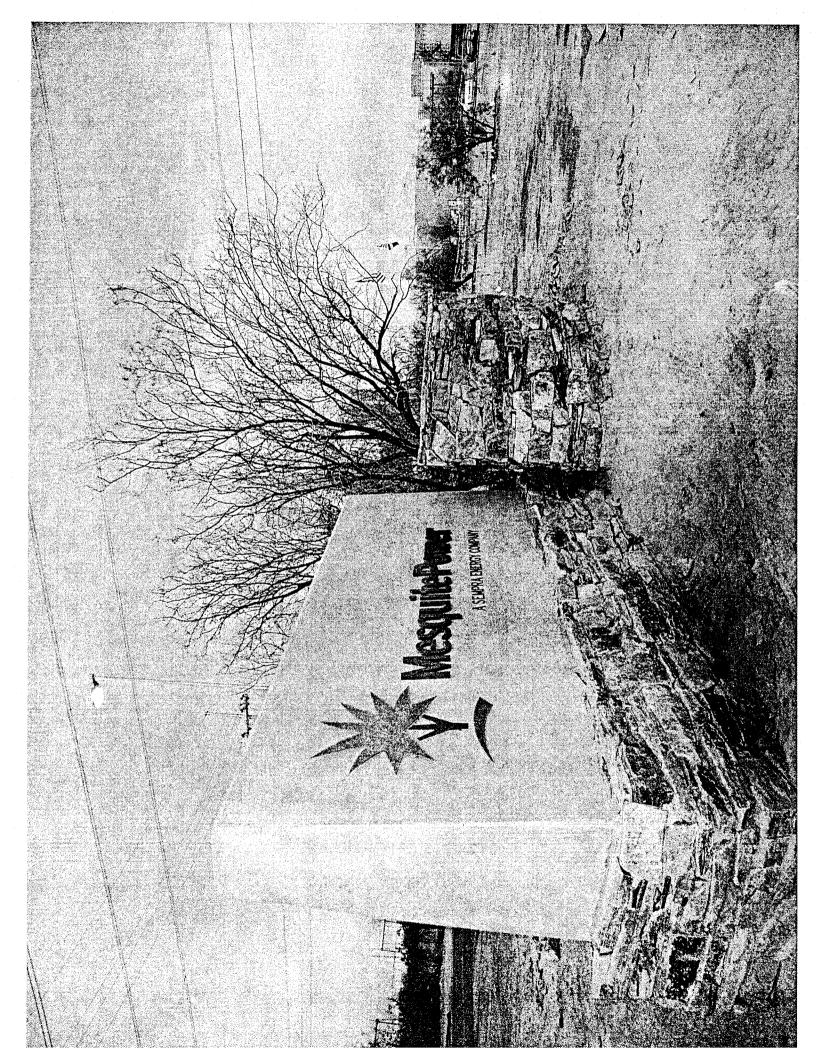
Photograph B-1

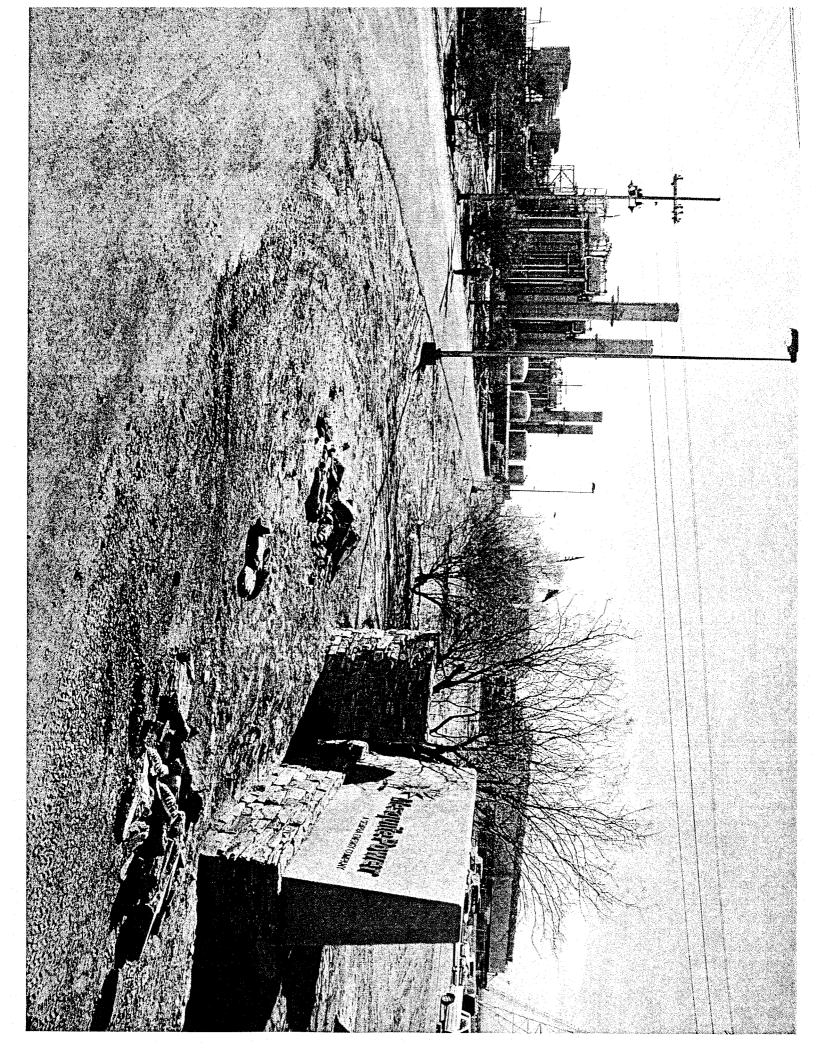
Photograph B-2





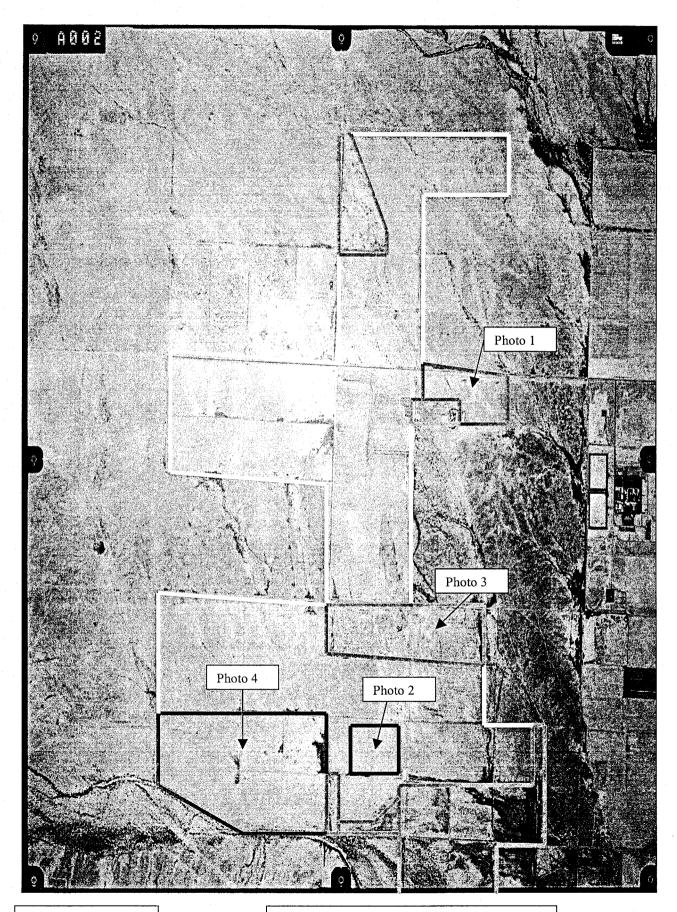
ATTACHMENT B Landscaping Photographs





ATTACHMENT C Water Property Land Assessment

WATER PROPERTY LAND ASSESSMENT



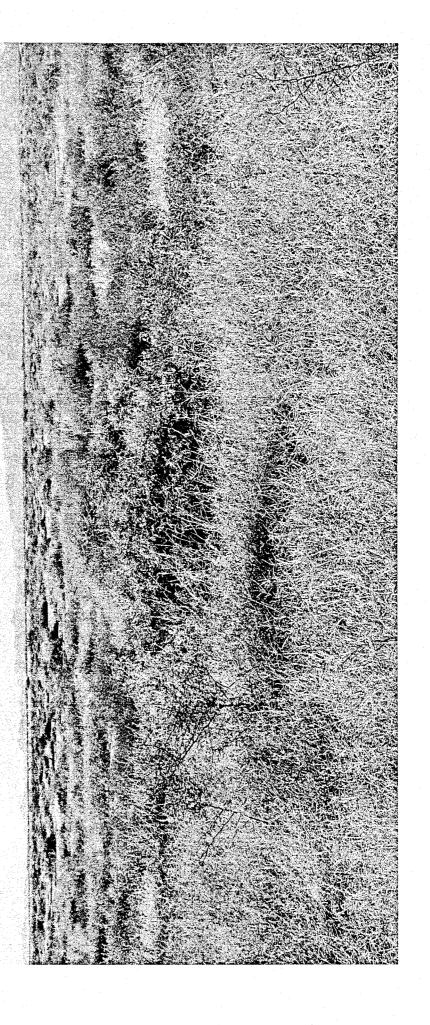
50 AC TEST PLOT

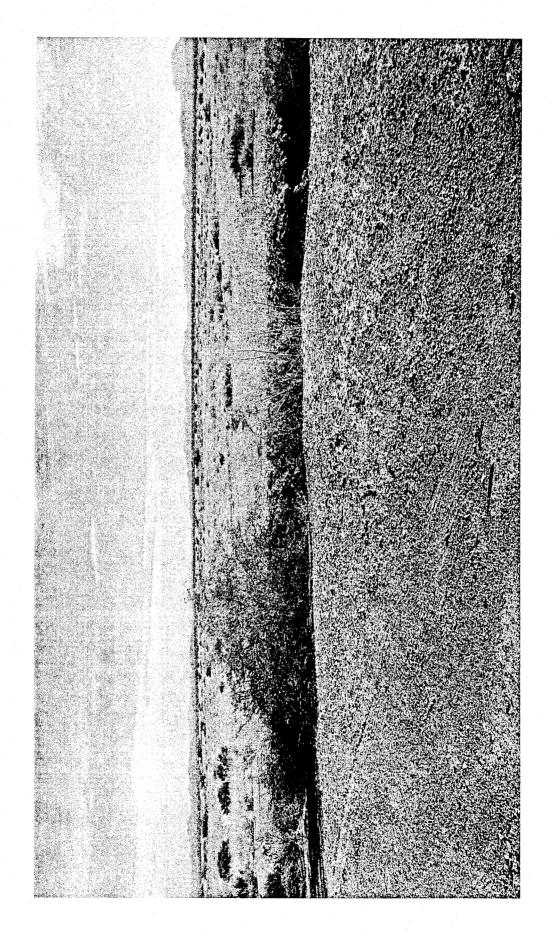
LAND NOT REQUIRING RE-VEGETATION

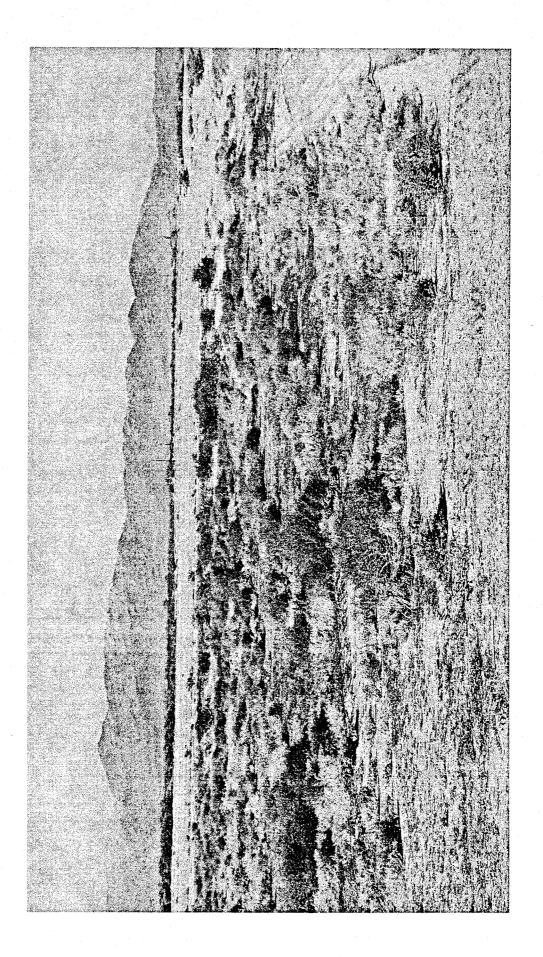
PARTIAL RE-VEGETATION

2003 RE-VEGETATED

Photograph 1





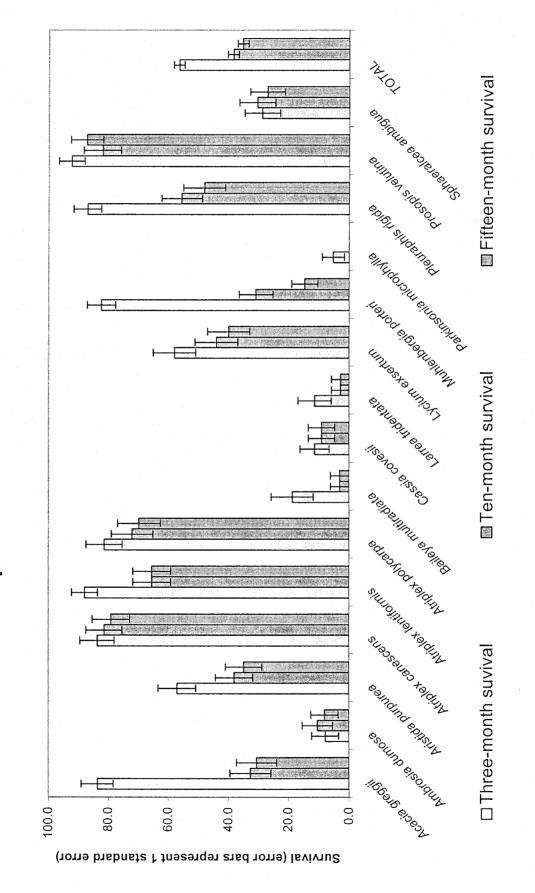


ATTACHMENT D Test Plot – Plant Survival Rates

Table 2: Fifteen-month survival of species planted at the Mesquite Power Property in March 2002.

Species	Mean survival	Standard error	Lower 95% CI	Upper 95% CI
Acacia greggii	30.6	6.7	17.2	44.0
Ambrosia dumosa	8.1	4.5	-1.1	17.3
Aristida purpurea	34.9	6.1	22.8	47.0
Atriplex canescens	79.1	6.3	66.4	91.7
Atriplex lentiformis	65.5	6.3	52.9	78.1
Atriplex polycarpa	69.8	7.1	55.5	84.1
Baileya multiradiata	3.1	3.1	-3.2	9.5
Cassia covesii	9.1	4.4	0.2	17.9
Larrea tridentata	2.9	2.9	-2.9	8.7
Lycium exsertum	40.0	7.0	25.9	54.1
Muhlenbergia porteri	14.7	4.3	6.1	23.3
Parkinsonia microphylla	0	0	0	0
Pleuraphis rigida	48.1	6.9	34.4	61.9
Prosopis velutina	87.2	5.4	76.2	98.2
Sphaeralcea ambigua	27.1	5.8	15.4	38.8
Across species	35.3	1.8	31.8	38.8

Figure 1: Survival of species planted from rose pots at Mesquite Power in March 2002

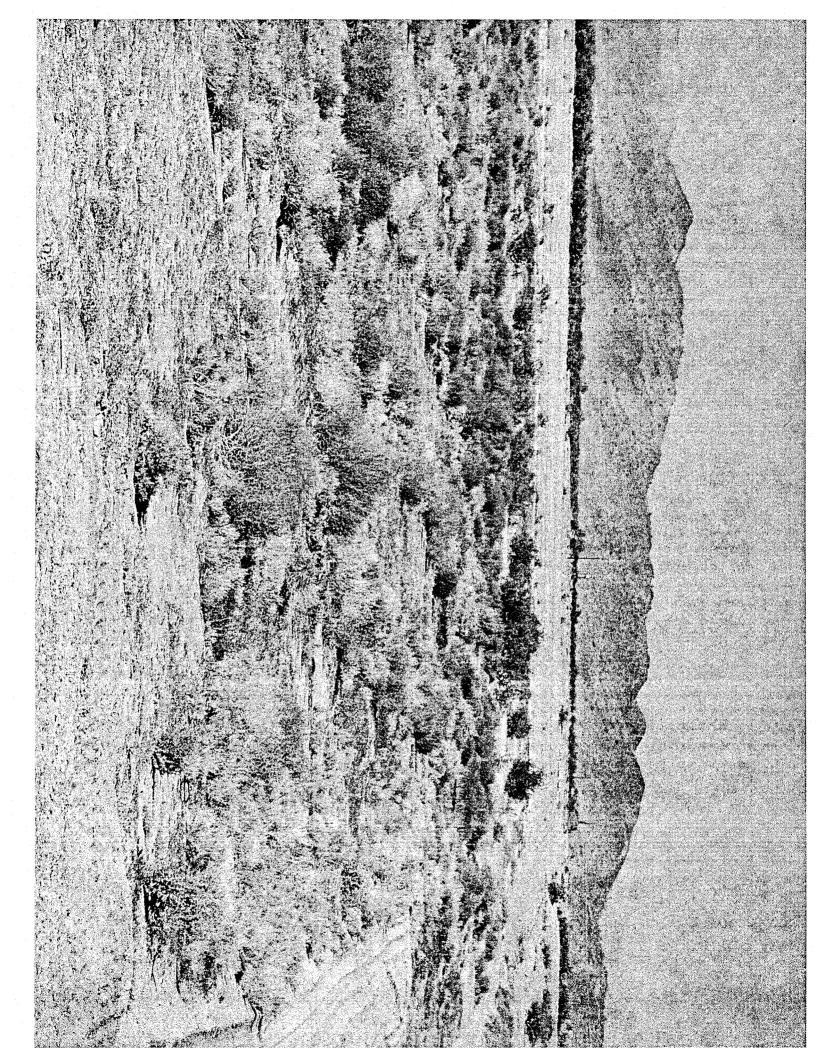


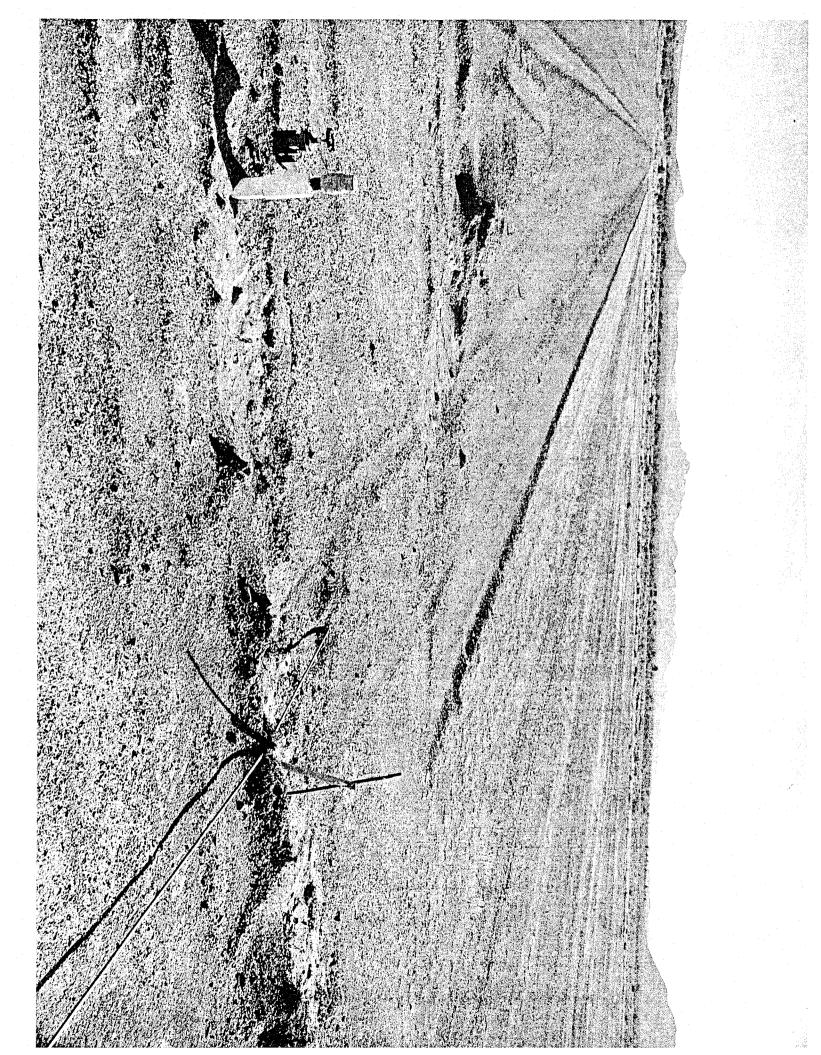
ATTACHMENT E Test Plot – Seeded Plant Occurrences

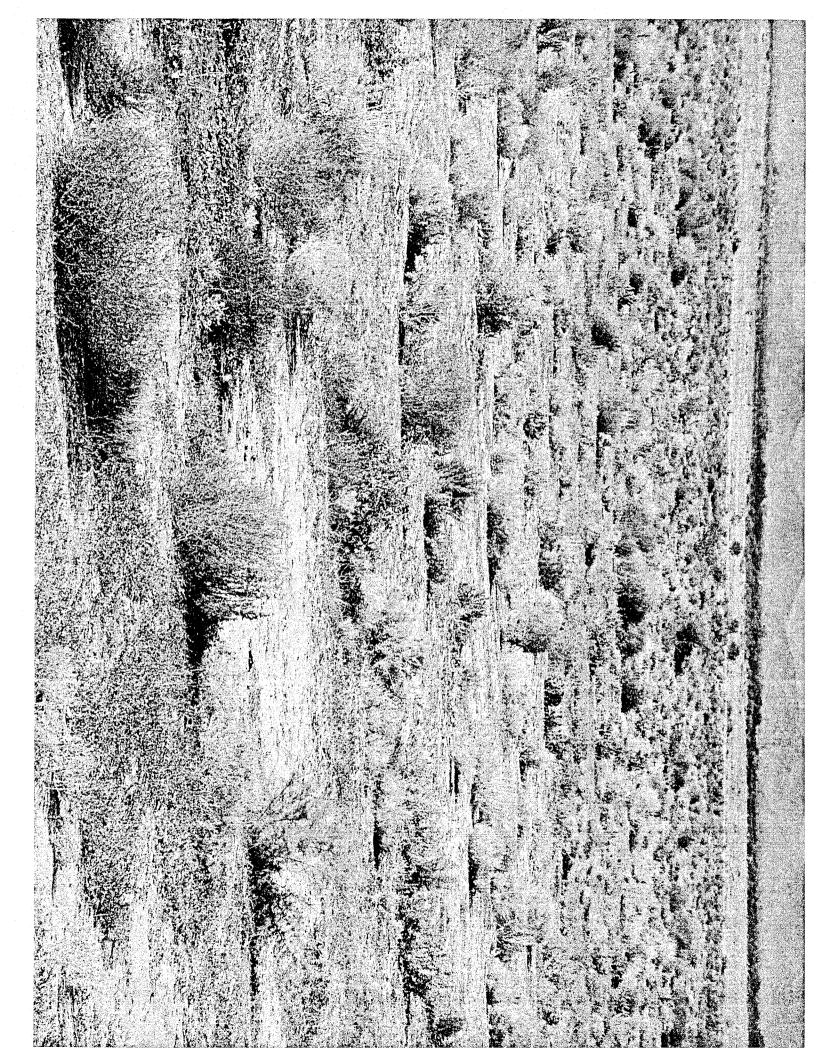
Table 3: Occurrence of species seeded in the March 2002 planting at Mesquite Power. Approximately 90 emitters were surveyed for the presence or absence of seeded species. All emitters contained one or more of the seeded species.

Species	Count	urriensten der eine Antonien der eine Mehriche der Mehren der Mehren der Antonien der Antonien der Antonien de	Frequency
Acacia greggii	1	version to the late of the lat	1.1%
Ambrosia dumosa	14		15.6%
Aristida purpurea	54		60.0%
Atriplex canescens	61		67.8%
Atriplex lentiformis	77		85.6%
Atriplex polycarpa	41		45.6%
Baileya multiradiata	48		53.3%
Larrea tridentata	0		0.0%
Lycium exsertum	0		0.0%
Muhlenbergia porteri	not seeded		not seeded
Parkinsonia microphylla	0		0.0%
Pleuraphis rigida	0		0.0%
Prosopis velutina	25		27.8%
Senna covesii	12		13.3%
Sphaeralcea ambigua	28		31.1%

ATTACHMENT F 2003 Planting – Photographs







ATTACHMENT G Landscaping Plans

OVERSIZED DOCUMENT

SEE SUPERVISOR (EXHIBIT CABINET)